

UNITED STATES DISTRICT COURT
for the
DISTRICT OF MASSACHUSETTS

EK VENTURES I, LLC; DAVID L.
TAYLOR; DAVID L. TAYLOR AND
VIRGINIA L. TAYLOR as TRUSTEES
FOR THE TAYLOR FAMILY
REVOCABLE TRUST; and
FLEXTRONICS INTERNATIONAL LTD.,

Plaintiffs,

v.

JAMES R. BARTLETT and Z.B.R.
PUBLICATIONS, INC.,

Defendants.

CIVIL ACTION

No. 03 CV 12506 WGY

MOTION FOR LEAVE TO FILE SECOND AMENDED COMPLAINT

Pursuant to F.R.Civ.P. 15(a), Plaintiffs move this Court for leave to file a second amended complaint in the form hereto attached as **Exhibit A**. As grounds for their motion, Plaintiffs state as follows:

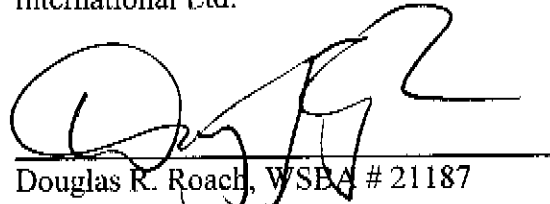
1. Bartlett's recent motion to dismiss, based upon his assertion that he never intended to be personally bound by the warranties attributed to him in the Stock Purchase Agreement provides *prima facie* evidence that he was acting to mislead the other investors when he negotiated and signed the Stock Purchase Agreement on behalf of himself and ZBR.
2. This deception on the part of Mr. Bartlett, acting on behalf of himself and ZBR, gives rise to claims under Massachusetts General Laws Chapter 93A Sections 2 and 11.
3. In addition, Bartlett's deception on behalf of himself and ZBR gives rise to a common law cause of action for fraud.

4. F.R.Civ.P. 15(a) provides that, "Leave [to amend] shall be freely given when justice so requires."

WHEREFORE, the Plaintiffs respectfully request that this Court grant their motion for leave to file second amended complaint and such other and further relief as it deems just and proper.

Dated this 19th day of February, 2004.

Respectfully submitted on behalf of the
Plaintiffs, EK Ventures I, LLC; David L.
Taylor; David L. Taylor and Virginia L.
Taylor as Trustees for the Taylor Family
Revocable Trust; and Flextronics
International Ltd.



Douglas R. Roach, WSBA # 21187

Admitted Pro Hac Vice

GROFF MURPHY TRACHTENBERG
& EVERARD

300 East Pine Street

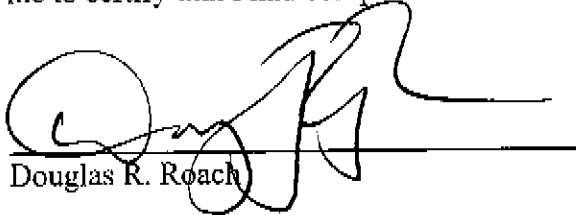
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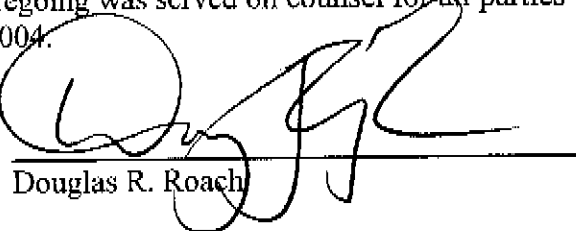
CERTIFICATION OF COUNSEL PURSUANT TO LOCAL RULE 7.1

I certify that on February 18, 2004, I attempted to contact counsel for ZBR, David M. Ryan and Siobhan Sweeny, counsel for James R. Bartlett, to attempt to resolve the issues raised by this Motion, but was unable to reach them. I therefore left telephone messages for them explaining my intention to file the present motion. I spoke with Mr. Fitzpatrick, counsel for James Bartlett, about the motion on the morning of February 3, 2004. Both Mr. Ryan and Ms. Sweeny left me return messages authorizing me to certify that I had complied with the requirements of LR 7.1.


Douglas R. Roach

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing was served on counsel for all parties via FedEx overnight delivery on February 19, 2004.


Douglas R. Roach